

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

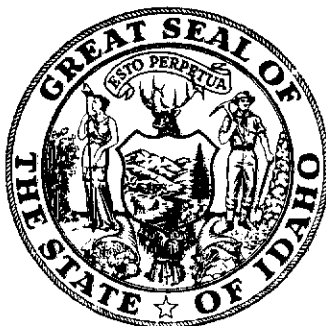
PHYSICIAN ASSISTANTS EMERGENCY MEDICINE, P.A.

File number C 119569

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: May 19, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

97 MAY 19 PM 2:09
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS, that WE, the undersigned incorporators being of the age of eighteen years or more, desiring to organize a corporation under the laws of the State of Idaho, do hereby make, sign and verify these Articles of Incorporation.

ARTICLE I

The name of the corporation is **PHYSICIAN ASSISTANTS EMERGENCY MEDICINE, P.A.**

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The corporation is organized for the pursuit of providing medical services for which physicians assistants are authorized pursuant to Idaho Code § 54-1807(2), and for all related purposes necessary and incidental thereto, and for no other purpose.

ARTICLE IV

The corporation is authorized to issue one class of shares, in a total amount of 5,000 shares. The stock shall bear no par value. Shares of stock of this corporation shall not be transferred or sold until said sale shall be approved by the Board of Directors of this corporation, in accordance with the duly adopted By-Laws of this corporation.

The capital stock of this corporation, after the amount of the subscription price or par value has been paid in, shall not be subject to assessment and no paid up stock and no stock issued as fully paid shall be assessed or be assessable.

ARTICLE V

The address of the initial registered office of the corporation is 637 Pine, Gooding, Idaho, 83330.

The name of the initial registered agent at such address is JAY BLACKSHER.

ARTICLE VI

The corporation shall have at least three (3) directors. The names and addresses of the persons to serve as directors until the first annual meeting of shareholders, ~~or until their successors are elected and qualify, are:~~ IDAHO SECRETARY OF STATE

JAY BLACKSHER - 637 Pine, Gooding, Idaho, 83330

DATE 05/19/1997
0900 94080 2
CK #: 18709 CUST# 1660
CORP 1@ 100.00= 100.00

THOMAS A. WHITE - 820 9th Ave. East, Gooding, Idaho, 83330
IAN B. KUNZ - 701 8th Ave. East, Gooding, Idaho, 83330

ARTICLE VII

The names and addresses of the incorporators are:

JAY BLACKSHER - 637 Pine, Gooding, Idaho, 83330
THOMAS A. WHITE - 820 9th Ave. East, Gooding, Idaho, 83330
IAN B. KUNZ - 701 8th Ave. East, Gooding, Idaho, 83330

ARTICLE VIII

No private property of the stockholders of the corporation shall be subject to or liable for payment of corporation debts.


ARTICLE IX

By-Laws shall be adopted by the Board of Directors, and when so adopted, may thereafter be repealed, amended or new By-Laws adopted by a two-thirds (2/3) vote of the Directors.

ARTICLE X

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred upon stockholders of this corporation are granted subject to this reservation.

DATED this 13 day of MAY, 1997.


JAY BLACKSHER


THOMAS A. WHITE


IAN B. KUNZ

STATE OF IDAHO)
 ss:
County of Gooding)
 Jerome

On this 13 day of May, 1997, before me, the undersigned, a Notary Public in and for said County and State, personally appeared JAY BLACKSHER, known to me to be the person whose name is subscribed to the within and foregoing instrument, and who

acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, the day and year in this certificate first above written.


NOTARY PUBLIC for Idaho

Residing at Jerome, Idaho

Commission Expires: 7/27/99

STATE OF IDAHO)
 Gooding ss:
County of Jerome)

On this 13 day of May, 1997, before me, the undersigned, a Notary Public in and for said County and State, personally appeared THOMAS A. WHITE, known to me to be the person whose name is subscribed to the within and foregoing instrument, and who acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, the day and year in this certificate first above written.


NOTARY PUBLIC for Idaho

Residing at Jerome, Idaho

Commission Expires: 7/27/99

STATE OF IDAHO)
 Gooding ss:
County of Jerome)

On this 13 day of May, 1997, before me, the undersigned, a Notary Public in and for said County and State, personally appeared IAN B. KUNZ, known to me to be the person whose name is subscribed to the within and foregoing instrument, and who acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, the day and year in this certificate first above written.


NOTARY PUBLIC for Idaho

Residing at Jerome, Idaho

Commission Expires: 7/27/99